

**MINUTES OF MEETING**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS**

**WEDNESDAY, APRIL 21, 2010, AT 4:00 PM**

**IN THE MARY BRENNAN BOARD ROOM**

**T. F. GREEN AIRPORT**

**2000 POST ROAD, WARWICK, RHODE ISLAND**

The meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 4:00 p.m., in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

**BOARD MEMBERS PRESENT:** Kathleen C. Hittner, M.D; James C. Forte; Joseph Cianciolo; Robert D. Sangster; Russell Hahn; Joseph Larisa.

**BOARD MEMBER ABSENT:** Michael Traficante.

**ALSO PRESENT:** Kevin A. Dillon, A.A.E., President and CEO; and those members listed on the attendance sheet attached hereto.

**1. Approval of the Minutes:**

A motion was made by Mr. Cianciolo and seconded by Mr. Hahn to

**approve the minutes of the Board Meeting of February 17, 2010. The motion was passed unanimously.**

## **2. Open Forum:**

**Dr. Hittner asked if anyone present wanted to speak in Open Forum. No one came forward.**

## **3. Report from President and CEO:**

**Mr. Dillon reported that passenger traffic for the month of March 2010 fell 15.15% on approximately 6% less scheduled capacity. Mr. Dillon reported that there were several factors that contributed to this decrease, notably issues related to the floods and continuing nationwide economic trends. Mr. Dillon noted that operations at the General Aviation airports were down 7.6%; however he noted that fuel sales at these airports were up.**

**Mr. Dillon reported that the focus still continues to be on air service marketing efforts. Mr. Dillon noted that JetBlue had recently announced commencement of service at Bradley Airport in Connecticut, and that he was hopeful that they will be commencing service at T. F. Green sometime in the future. There was brief discussion of the impact of low cost carrier service at Logan Airport.**

**Mr. Dillon reported that along with Mr. Schattle, he had made a**

**presentation to Moody's. Mr. Dillon explained that Moody's had reaffirmed the bond ratings for both RIAC's General Airport Revenue Bonds and the Special Facility Bond for the Intermodal Project. The outlook was updated to negative from stable, which is based on the economy, and volatility in the market. Mr. Dillon discussed trends at other airports in the region.**

**Mr. Dillon reported that the airport had fared well during the recent floods, and that most of the impact felt by the airport was a result of closures to the major roadway systems which made it difficult for people to get to and from the airport. Mr. Dillon was appreciative of the work provided by the staff and tenants to keep the airport operational.**

**Mr. Dillon reported that he is continuing the focus on community outreach and had been a guest speaker at several events.**

**Mr. Dillon reported that he had recently met with Senator Reed to discuss projects at the airport.**

**Mr. Dillon reported that the FAA had recently completed the airport's Annual Part 139 Inspection with favorable results.**

**Mr. Dillon reported that he is scheduled to meet with the Warwick Legislative Delegation on May 4, 2010 to discuss airport issues.**

**Mr. Dillon reported that Gary Kelly, Chairman of the Board and President and CEO of Southwest Airlines, is confirmed as the keynote speaker at the Greater Providence Chamber of Commerce Annual Economic Outlook Luncheon scheduled for May 5, 2010 at the Convention Center in Providence.**

**There was general discussion of the current trend by the airlines to charge baggage fees.**

#### **4. Operations and Capital Committee Report:**

**Mr. Forte reported that the Committee had met prior to the meeting and that there were items on the consent agenda for approval by the Board.**

**A motion was made by Mr. Sangster and seconded by Mr. Cianciolo to approve the items on the consent agenda. The motion was passed unanimously.**

#### **5. Consent Agenda:**

**(a) Consideration of and Action Upon Approval of a Professional Services Agreement to Provide an Environmental Assessment of the Short Range Development Recommendations From the Airport Master Plan Update for North Central Airport.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) issued a Request for Proposals (RFP) for an Environmental Assessment of the short range development recommendations from the Airport Master Plan Update for North Central Airport; and**

**WHEREAS, RIAC received five proposals on January 12, 2010 in response to this RFP; and**

**WHEREAS, a Selection Committee comprised of Ann Clarke, Senior Vice President of Planning, Engineering and Environmental; Vince Scarano, Airport Planner; Brenda Pope, Vice President Environmental Affairs and Beth Tetreault, Procurement Specialist, was formed to review and evaluate the proposals based on the selection criteria established in the RFP; and**

**WHEREAS, based on these evaluations, the Selection Committee recommends the firm of The Louis Berger Group (LBG) to provide this Planning Assessment; and**

**WHEREAS, RIAC secured Federal Aviation Administration (FAA) grant funds in the current fiscal year; and**

**WHEREAS, this contract will be funded 95% (\$198,148) through the FAA's Airport Improvement Program (AIP) with RIAC's 5% (\$10,429) matching share coming from the General Purpose fund.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board authorizes the President and CEO, or his designee, to negotiate and execute a Professional Services Agreement with The Louis Berger Group to provide an Environmental Assessment of the short range development recommendations at North Central Airport in an amount not to exceed \$208,577.**

**(b) Consideration of and Action Upon Approval of a Contract Award to Supply and Install Emission Reduction Devices on Rhode Island Airport Corporation Diesel Vehicles.**

**WHEREAS, RIAC issued an Invitation for Bids (IFB) on November 13, 2009 to supply and install Emission Reduction Devices on RIAC vehicles; and**

**WHEREAS, RIAC received one bid from Schuster Corporation (Schuster) on January 20, 2010 in response to this IFB; and**

**WHEREAS, RIAC staff reviewed the bid and determined that it was compliant with the specifications and responsive to the terms and conditions; and**

**WHEREAS, it is recommended that Schuster be awarded the contract to supply and install the devices associated with this project; and**

**WHEREAS, RIAC is working with the Rhode Island Department of Environmental Management (RIDEM) to obtain grant funds through the United States Environmental Protection Agency (EPA) in the current fiscal year; and**

**WHEREAS, this Contract will be funded 100% upon receipt of an EPA grant.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board authorizes the President and CEO, or his designee, to execute a \$123,102 contract with Schuster Corporation to supply and install emission reduction devices in RIAC diesel vehicles with the ability to increase the contract to \$182,000, the amount of available federal grant funds, if it is determined that there are additional eligible vehicles.**

**(c) Consideration of and Action Upon Approval of a Professional Services Agreement and Task Order for the Deicer Management System at T. F. Green Airport.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) issued a Request for Proposals (RFP) to provide Professional Design and Construction Management Services for the Deicer Management System at T. F. Green Airport; and**

**WHEREAS, RIAC received four proposals on January 19, 2010 in response to this RFP; and**

**WHEREAS, a Selection Committee comprised of Ann Clarke, Senior Vice President of Planning, Engineering and Environmental; Eric Seabury, Project Engineer; Brenda Pope, Vice President Environmental Systems; Ahmed Shihadeh, Manager of Engineering, and Beth Tetreault, Procurement Specialist, was formed to review and evaluate the proposals based on the selection criteria established in the RFP; and**

**WHEREAS, based on these evaluations, the Selection Committee requested interviews with the firms Gresham Smith and Partners (GS&P) and Clough Harbour & Associates; and**

**WHEREAS, based on the review of the proposals and interviews, the Selection Committee chose GS&P as the most qualified firm to perform these services; and**

**WHEREAS, the Fiscal Year 2010 Capital Improvement Program includes approximately \$1.9 million for Planning and Preliminary Design Services related to this project; and**

**WHEREAS, RIAC staff has negotiated a scope and fee with GS&P to provide conceptual design services in the amount of \$446,396; and**



**WHEREAS, RIAC will upfront the cost of the Conceptual Design Services with General Purpose Funds and seek 75% reimbursement from the Federal Aviation Administration (FAA) during the Federal Fiscal Year (FFY) 2011 Airport Improvement Program grant process; and**

**WHEREAS, RIAC's 25% matching share and any amounts not funded by the FAA will be reimbursed by Passenger Facility Charges or Airline Rates and Charges.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board authorizes the President and CEO, or his designee, to (1) execute a Professional Services Agreement with Gresham Smith & Partners to provide Conceptual Design, Engineering Design and Construction Management Services for the Deicer Management System at T. F. Green Airport and (2) execute a Task Order for conceptual planning design services in the amount of \$446,396.**

**(d) Consideration of and Action Upon Approval of a Consultant Task Order for the 2020 No-Build Voluntary Land Acquisition Program Noise Exposure Map at T. F. Green Airport.**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) entered into a Professional Services Agreement (PSA) dated January 1, 2008 with Vanasse Hangen Brustlin, Inc. (VHB) to provide On-Call Planning**

**Services; and**

**WHEREAS, the Federal Aviation Administration (FAA) is requiring RIAC to submit a Noise Exposure Map (NEM) as part of the 2020 No-Build Voluntary Land Acquisition Program (VLAP) at T. F. Green Airport; and**

**WHEREAS, RIAC and the FAA have received a Scope and Fee from VHB in the amount of \$90,000 to prepare the NEM and are currently conducting negotiations; and**

**WHEREAS, RIAC has secured grant funding from the FAA to expedite the purchase of identified properties under the VLAP; and**

**WHEREAS, this program is being phased based on the receipt of grant funds; and**

**WHEREAS, the work to complete the NEM will be included in Phase 3; and**

**WHEREAS, this Task Order will be funded at 80% (\$72,000) through the Federal Aviation Administration's Airport Improvement Program under AIP No. 3-44-0003-92-2009 with RIAC's 20% (\$18,000) matching share coming from Passenger Facility Charges.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board authorizes the President and CEO, or his designee, to execute a Task Order with Vanasse Hangen Brustlin, Inc. to prepare the Noise Exposure Map for T. F. Green Airport as required for the 2020 No-Build Voluntary Land Acquisition Program Project at T. F. Green Airport in an amount not to exceed \$90,000.**

#### **6. Pension Committee Report:**

**There was an overview of the meeting held on April 8, 2010, wherein the Committee had received a presentation from The Principal, RIAC's Retirement Plan Administrator, which had focused on the products currently being offered to RIAC employees. There was also discussion on how an independent investment advisor, whose services are currently being solicited by the Corporation, could assist the Corporation in providing a review of the individual investment products and services being offered by the Principal.**

#### **7. Action Item:**

**(a) Consideration of and Action Upon Creation of a By-Laws Committee.**

**Mr. Dillon gave an overview of this item. The recommendation is that the Board authorize the establishment of the By-Laws Committee, in accordance with Article III of the RIAC By-Laws, and its Mission**

## **Statement.**

**A motion was made by Mr. Hahn and seconded by Mr. Cianciolo to approve the following resolution:**

**WHEREAS, the Chairperson of the Board requests that a By-Laws Committee be established pursuant to Article III of the Rhode Island Airport Corporation (RIAC) By-Laws; and**

**WHEREAS, the Committee will provide oversight and direction for updating the RIAC By-Laws; and**

**WHEREAS, a Mission Statement for the Committee has been developed; and**

**WHEREAS, the membership of this Committee shall be comprised of three Board members selected by the Board Chair, who shall also designate the Committee Chair; and**

**WHEREAS, the Committee shall solicit the input of RIAC's President and CEO regarding proposed By-Law updates; and**

**WHEREAS, the Committee shall report from time-to-time to the Board with respect to its efforts; and**

**WHEREAS, to the extent that time permits, actions related to the**

**Committee's mission requiring Board approval should be first brought to the Committee and, subject to approval there, shall be presented to the Board at the next meeting as a consent agenda item.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board approves the establishment of the By-Laws Committee, in accordance with Article III of the RIAC By-Laws, and approves its Mission Statement.**

**The motion was passed unanimously.**

#### **8. Executive Session:**

**At approximately 4:25 p.m., a motion was made by Mr. Hahn and seconded by Mr. Cianciolo to go into Executive Session for the purposes of discussing the following items:**

**(a) Motion to approve the Minutes of the Executive Session held on February 17, 2010 - R.I.G.L. § 42-46-5(a)(1)(2), (5) and (7); and**

**(b) Discussion Related to Two Potential Litigation Matters (EIS and Labor) - R.I.G.L. § 42-46-5(a)(2); and**

**(c) Investment of Public Funds Where Premature Disclosure Would be Detrimental to the Public Interest (Hangar Development and Airline**

**Negotiations) - R.I.G.L. § 42-46-5(a)(7).**

**(d) Discussion Related to the Acquisition of Real Property for Public Purposes at T. F. Green Airport – R.I.G.L. § 42-46-5(a)(5); and**

**(e) Working Session Related to Collective Bargaining - R.I.G.L. § 42-46-5(a)(2); and**

**(f) Motion to Return to Open Session.**

**By the following roll call vote the motion was passed unanimously.**

**YEAS: Kathleen C. Hittner, M.D.**

**James C. Forte**

**Joseph Cianciolo**

**Joseph Larisa**

**Robert D. Sangster**

**Russell Hahn**

**NAYS: None**

**ABSTAIN: None**

**At approximately 6:00 p.m. a motion was made by Mr. Hahn and seconded by Mr. Forte to reconvene to the Open Session. The motion was passed unanimously.**

## **9. Post Executive Session Actions and Announcements:**

**(a) Motion to Seal the Minutes of the Executive Session held on April 21, 2010.**

**A motion was made by Mr. Hahn and seconded by Mr. Forte to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-4. By the following roll call vote the motion was passed unanimously:**

**YEAS: Kathleen C. Hittner, M.D.**

**James C. Forte**

**Joseph Cianciolo**

**Joseph Larisa**

**Robert D. Sangster**

**Russell Hahn**

**NAYS: None**

**ABSTAIN: None**

**(b) Report of Action Taken In Executive Session:**

**During the Executive Session the Board approved the sealed minutes of the Executive Session held on February 17, 2010. The votes were**

**unanimous except that Mr. Larisa abstained.**

**10. Future Meeting:**

**The next meeting is scheduled for Wednesday, May 19, 2010 at 4:00 p.m. in the Mary Brennan Board Room, at T. F. Green Airport, Warwick, Rhode Island.**

**11. Adjournment:**

**Mr. Forte moved to adjourn the meeting at 6:03 p.m. Mr. Hahn seconded the motion. The motion was passed unanimously.**

**Respectfully submitted,**

**Kathleen C. Hittner, M.D.,Chair  
Rhode Island Airport Corporation**

**ATTENDANCE SHEET**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS MEETING**

**APRIL 21, 2010**

<b>NAME</b>	<b>AFFILIATION</b>
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**Brian Schattle    RIAC**

**Patti Goldstein    RIAC**

**Ann Clarke    RIAC**

**Bruce Wilde    RIAC**

**Kendra Beaver    RIAC**

**Val Mendonca    HNTB**

**Dale Wilde    Hoyle Tanner & Associates**

**The minutes of the Executive Session of the Board Meeting of April 21, 2010, have been sealed in accordance with R.I.G.L. § 42-46-4.**